

FLORIDA DEPARTMENT OF STATE
Division of Corporations
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FOREIGN PROFIT/NONPROFIT CORPORATION
MERCA MOTOR'S C.A., INC

Certificate of Status	0
Certified Copy	1
Page Count	11
Estimated Charge	\$78.75

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Corporate Filing Menu

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November 8, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations
LAZARUS CORPORATE FILING SERVICE, INC.

SUBJECT: MERCA MOTOR'S C.A., INC
REF: W12000056715

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name listed in number one of the application must be identical to the name listed in the certificate of existence.

If you have any further questions concerning your document, please call (850) 245-6052.

Claretha Golden
Regulatory Specialist II
New Filing Section

FAX Aud. #: H12000266235
Letter Number: 812A00027150

P.O BOX 6327--Tallahassee, Florida 32314

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. MERCA MOTOR'S COMPANIA ANONIMA, INC

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. VENEZUELA

(State or country under the law of which it is incorporated)

3.

(FEI number, if applicable)

4. JULY 16, 2012

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. NOVEMBER 1, 2012

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. AV. CARABOBO, SECTOR DELICIAS NUEVA, GALP 40500, CABIMAS 4013

(Principal office address)

332 N COUNTY ROAD 13, ORLANDO, FL 32833

(Current mailing address)

8. TO PURCHASE INVENTORY TO EXPORT

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: **JAVIER E ATENCIO**

Office Address: **332 N COUNTY ROAD 13**

ORLANDO

(City)

Florida 32833

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: JAVIER E ATENCIO

Address: 332 N COUNTY ROAD 13
ORLANDO, FL 32833

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President: JAVIER E ATENCIO

Address: 332 N COUNTY ROAD 13
ORLANDO, FL 32833

Vice President:

Address:

Secretary:

Address:

Treasurer:

Address:

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. JAVIER ATENCIO, PRESIDENT

(Typed or printed name and capacity of person signing application)

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Carlos Emmons Emmons
Intérprete Público
Gaceta Oficial No.28678 del 16/08/68
Serial 0433
Ciudad Ojeda
Teléfono: 0265-6413056
0414-6744274

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TALLAHASSEE, FL 32304

I, Carlos Emmons Emmons, who undersign, Public Interpreter of the Republic of Venezuela in the English Language according to the title published in the Official Gazette No. 28.678 dated July 16, 1968, Serial No. 0433, which was registered in the Principal Registry of the Federal District, under the number 185, folio 69, of the principal and only protocol, volume 1. Certify that the adjoining has been presented to me for translation into English, textually says: **First folio. BOLIVARIAN REPUBLIC OF VENEZUELA. MINISTRY OF INTERIOR AND JUSTICE. DEPARTMENT OF REGISTRY AND NOTARY OFFICES. SECOND MERCANTILE REGISTRY OF THE JUDICIAL CIRCUMSCRIPTION OF THE STATE OF ZULIA. ATTORNEY JAVIER ROBERTO FLORES TEMPORARY MERCANTILE REGISTRAR. MERCANTILE REGISTRAR OF THE JUDICIAL CIRCUMSCRIPTION OF THE STATE OF ZULIA** who undersigns **CERTIFIES: THAT IN THE RECORD OF Registry of Commerce** hereinafter inserted and which is registered in Volume 2 -A, Number 54 of the **Second Term: The participation, note and document copied hereinafter are true and exact copies of their originals which express: On the reverse: there are four fiscal stamps worth Bs. 300 and six worth Bs. 500 all dated April 21 2005 with the seal of the Second Mercantile registry. Judicial Circumscription of the State of Zulia. Ciudad Ojeda. BOLIVARIAN REPUBLIC OF VENEZUELA. Second folio. ZU-04-0348151.**

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CITIZEN SECOND MERCANTILE REGISTRAR OF THE JUDICIAL CIRCUMSCRIPTION OF THE STATE OF ZULIA. YOUR OFFICE. I, CELIA

ATENCIO ATENCIO, Venezuelan, of age,, Attorney, bearer of the identification card Number: V- 5.716.622 and a resident of the City and Municipality Cabimas of the

State of Zulia, sufficiently authorized by the Mercantile society "MERCA MOTOR'S,

COMPANIA ANONIMA ("MERMOCA") before you very respectfully I recur to

declare: Accompanying the present, Statutory Constitutive Act of the said company,

for the effects of its insertion, fixation of Registry and publication and once done, may

three (03) certified copies of the same be issued to me. Justice In Ciudad Ojeda, on

the date of its presentation. (Signature illegible)..On the reverse. **SECOND**

MERCANTILE REGISTRY OF THE JUDICIAL CIRCUMSCRIPTION OF THE STATE

OF ZULIA. Ciudad Ojeda, April twenty one (21) of the year two thousand and five,

196 - 147. Having presented the foregoing participation. Having fulfilled the legal

requirements, may the same be registered in the Mercantile Registry together with

the document presented, may the same be fixed and publish the respective

registration. May the record of the Company be established and the original be filed

together with the copy of the Statutes and other accompanying documents. May the

publication copy be issued. The foregoing document drawn up by Sr. Celia Atencio is

registered in the Registry of Commerce under No. 54. Volume 2-A. 2nd. Term. Fees

paid Bs. 70,560 Law of Judicial Taxes (L.A.J) Bs. 758,760 La of Fiscal Stamps

(L.T.F.) and in conformity to Forms 162467 and 18518 respectively.. Identification was

made thus: CELIA DEL VALLE ATENCIO ATENCIO, I.D. No. V-5.716.622. THE

TEMPORARY SECOND MERCANTILE REGISTRAR: (SIGNED) ILLEGIBLE. SR.

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JAVIER ROBERTO FLORES. SECOND MERCANTILE REGISTRAR. (THERE IS THE SEAL OF OFFICE). Third folio. (Signature illegible) Dr. Celia Atencio Atencio. Attorney. Attorney's Prevention Institute:: 21.521. Board of Attorneys: 2.490. ZU-04 - 0348152. We, RUBEN ATENCIO URDANETA AND JAVIER ENRIQUE ATENCIO MARTINEZ, Venezuelans, of age, married, Businessmen, bearers of the identification cards numbers V - 7.935.513 and 14.084.654 respectively, residents of the City and Municipality Cabimas of the State of Zulia, declare: we constitute in this act, as in effect we have done, a Mercantile society that operates under the system of Limited Company, and likewise submitted to the Clauses that hereinafter are specified, sufficiently amply drawn up so that they may serve as Constitutive Act and Social Statutes at the same time: TITLE I. DENOMINATION, DOMICILE, OBJECT AND TERM. FIRST: The Society shall be denominated "MERCA MOTOR'S COMPANIA ANONIMA", being able to use the commercial denomination " MERMUCA". SECOND: The domicile of the Society is the City of Cabimas of the State of Zulia, but it can establish agencies, branches, deposits of correspondents in any place of the Republic and abroad, should the authorities of the Company so decides. THIRD: The Society shall have as object: Importation and Exportation of new and used Motors and Automotive Spare parts, wholesale and retail sale of Motors and Spare parts for Vehicles, Purchase-Sale of Vehicles, new and used ones, Purchase-Sale of electric parts, Machinery, and others products, Service and Maintenance of Vehicles, Mechanical jobs in general , body work and painting, as well as, dedicate itself to those activities of Legal Commerce, that the shareholders decide to add in the future. FOURTH: The term of the Society shall be of FIFTY (50) YEARS, counted as from



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the date of its inscription in the respective Mercantile registry, the same being due, the General Meeting of Shareholders shall decide if the term will be extended for an equal period, or if its dissolution is convenient. the omission to celebrate the General Meeting of Shareholders at the expiration of the initial period, at no time implies the cessation of activities of the company, if for the date said factual activities have not cease. In any case timely participation should be made to the Mercantile Registry.

FIFTH: The economic year of the Society shall commence on January 1 of each year and shall terminate on December 31 of the same year, save the first fiscal year, which shall begin on the date of inscription in the Mercantile Registry and shall terminate on December 31 of the present year. TITLE II. CAPITAL, SHARES AND



SHAREHOLDERS: SIXTH: The Capital of the Society is of SIXTH MILLION BOLIVARS (Bs. 60,000,000.00), divided in 6,000 shares, with a nominal value of TEN THOUSAND BOLIVARS (10,000.00) each one. Said Capital has been subscribed and paid in species in the following manner. Shareholder RUBEN ATENCIO has subscribed and paid THREE THOUSAND (Bs. 3,000.00) shares for a value of 10,000.00 Bs. Each one for a total of THIRTY MILLION BOLIVARS (Bs. 30,000,000.00) in species and shareholder JAVIER ENRIQUE ATENCIO MARTINEZ, has subscribed and paid THREE THOUSAND (3,000) SHARES, FOR A NOMINAL VALUE OF 10,000.00 Bs. Each, for a total THIRTY MILLION BOLIVARS (Bs. 30,000,000.00) in species, all of which is presented in the adjoining Balance Sheet to



note present Document. SEVENTH: Each share has the right of one (1) vote in the liberations of the Meetings, they are considered indivisible, with respect to the company, and in the that a share belongs to more than one person, these shall

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designate who shall represent them at the Meetings and in its defect, the PRESIDENT of the society shall do it, the Shares are nominative not convertible to the bearer. EIGHTH: in the case of the Shares, the Shareholders shall have preference before third parties to acquire Titles that are for sale, proportionally to the Capital subscribed by each one of them. For the exercise of said preference, the bidder shall notify the other shareholders in writing and the latter shall have a period of thirty (30) days counted as from (fourth folio) the notification, to decide in that respect. Having elapsed the period, if the shareholder renounce to the right of preference, or do not respond to the notification, the bidder can freely dispose of the shares. NINTH: The property of the shares shall be transferred through the signature of the grantor, of the assignee and of the President of the Company in the Book of Registry of Shareholders that shall be carried to that effect. TITLE II. ADMINISTRATION AND TERM OF THE COMPANY: TENTH: The administration of the Company shall be in charge of a PRESIDENT and a VICE-PRESIDENT, who can be shareholders or not of the Company and they shall be designated by the General Meeting of Shareholders, during five (5) years in the exercise of their functions and they can be reelected, if for any cause the General Meeting of Shareholders does not meet opportunely, the said officials shall continue in the exercise of their posts until they are replaced. Likewise, The General Meeting shall designate, when it considers opportune, the persons necessary to occupy the absolute or temporary absences. The PRESIDENT as well as the VICE-PRESIDENT shall deposit in the Social Cash Box of the Company, two (2) Shares for the purposes foreseen under article 244 of the Code of Commerce. ELEVENTH: The attributions of the PRESIDENT of VICE-

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PRESIDENT, acting in conjunction or separately, shall have the following attributions:

Represent the Society whether judicially or extra judicially, sign for all the acts in which they intervene, as well as they can purchase, sell, asses, mortgage, dispose of, mobilize and close current accounts, free, accept, endorse, endorse bills of exchange, sign promissory notes, credit cards and all mercantile documents that are necessary, receive quantities of money whether in cash or in check and grant the receipts and cancelation quitance, celebrate all types of contracts, represent the Company and commit without limitations of any kind, being able to grant special of general power-of-attorney to a Lawyer or Lawyers of confidence, granting them all these faculties or some reserving or not his exercise, being able to be revoked at any time without prior notice, control and vigilance of the activities of the Company and in general they can carry out all class of acts tending to the benefit or improvement of the Company, since the foregoing are enunciatively and not limited. **TITLE IV. OF THE MEETINGS: TWELFTH:**

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The supreme authority and direction of the Company resides on the General Meeting of Shareholders, who shall exercise it through the **PRESIDENT and the VICE-PRESIDENT** and for the approval of their decisions 60% as a minimum of the totality of the shares for the approval of their decisions. The Meeting can be ordinary or extra ordinary, respecting the universality of the shares, and all their acts, agreements and decisions taken within the legal of contractual faculties commit the society and all the shareholders even when they have not been present at the respective meeting, save that expressed under article 282 of the Code of Commerce. **THIRTEENTH:** The Ordinary Meeting shall meet Once (1) a year within the first three (3) months of each year on the day, time and place set by the

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PRESIDENT or the **VICE-PRESIDENT**, prior to summons in writing at least five (05)

days in advance to the date set for the meeting, indicating the day and place, except there is the totality of the social capital present. **FOURTEEN:** The extra-ordinary

Meetings of Shareholders shall be carried out when it is necessary to the **PRESIDENTS** or the **VICE-PRESIDENT'S** judgment of it shall meet each time the

interest of the society so demands. **FIFTEENTH:** the attributions of the Meeting are:

a) Discuss, approve, reject or modify the accounts and balance sheet; b) Determine the investment or distribution of the reserve funds, as well as the net profits obtained;

c) Limit, reduce or extend the term of the society; d) Increase, re-integrate and refund the Social Capital; e) (fifth folio) Agree upon and dictate reform of the social

statutes; f) change the object of the Society or merge it; g) Study and resolve any other matter related to the interest of the society and exercise the faculties that are

not indicated for other organ and those indicated by the laws. **TITLE V. GENERAL BALANCE SHEET, DIVIDENDS AND : SIXTEENTH;** On December 31 of each year

the accounts shall be closed and a General Balance Sheet shall be established, in conformity to that foreseen under Article 304 of the Code of Commerce. Said Balance

Sheet shall indicate with exactitude and evidence, the state of the actives and passives of the Company, the benefits really obtained or the losses suffered,

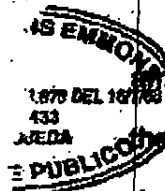
establishing on each contribution or item the true value or the same be prudently estimated. As regards the doubtful or bad credits, they shall not have any value.

SEVENTEENTH: Verifying the Balance sheet, the net profits of each fiscal period, should there be any, a contribution for the Reserve fund shall be made, until a ten

percent (10% of the Social Capital is reached. The remaining shall be distributed

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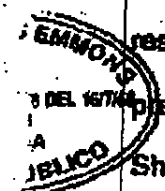
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FALL ANNUAL MEETING

amount the shareholders in the form of dividends, in the proportion corresponding to them in conformity to the number of shares held. EIGHTEENTH: Within fifteen (15)

days following the approval of the >Balance sheet by the Meeting, the PRESIDENT shall remit a copy of the same to the respective Mercantile Registry with the destination to the record of the Company. TITLE VI. LIQUIDATION OF THE

COMPANY; NINETEENTH: In the case of liquidation of the company, the General Meeting of Shareholders is authorized with the most ample powers of disposition and administration, it can deliberate and resolve on the same liquidation as well as respect to the destination of the Social Patrimony, with the Shareholders that are



present at the meeting or meetings, whichever is the number, provided all the Shareholders of the Company have been timely and formally summoned in those Meetings. TITLE VII. COMPLEMENTARY DISPOSITIONS: TWENTIETH: The

following nominations are made for the corresponding period: citizen RUBEN ATENCIO URDANETA, heretofore identified, as PRESIDENT, Citizen JAVIER ENRIQUE ATENCIO MARTINEZ, clearly identified, as VICE-PRESIDENT and as Commissioner, Citizen TEODULO CASTRO, Venezuelan, of age, Public Accountant, bearer of the identification card number V- 3.906.572 and of this residence, registered in the CPC under No. 17.703. TWENTY FIRST: Citizen CELIA ATENCIO ATENCIO,



Venezuelan, of age, spinster, Attorney, bearer of the identification card number V - 5/718.622 and a resident of the City and Municipality Cabimas of the State of Zulia is sufficiently authorized to present this Document to the corresponding Mercantile Registrar for the purposes of its inscription and later publication. Cabimas on the date of its presentation. There are two illegible signatures. Ciudad Ojeda, April Twenty one

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